

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LIVE PRIMARY, LLC,

Debtor.

Chapter 11

Case No. 20–11612 (MG)

**STIPULATION AND ORDER ADMITTING INTO EVIDENCE EXHIBITS FOR
EVIDENTIARY HEARING ON
OBJECTION TO CLAIM No. 8 OF PRIMARY MEMBER, LLC**

This Stipulation is entered into by and among: Live Primary, LLC (the “**Debtor**”), Primary Member, LLC (“**PM**”), and David Kirshenbaum as Investor Representative for the Noteholders (the “**Noteholders**”) (collectively, the “**Parties**”):

1. The Parties stipulate to the admission of Debtor’s and Noteholders’ joint Exhibits 1-32, 35-37, 39, 41-44, 46-48 and 50-52 filed at Docket No. 111.

2. The Parties stipulate to the admissions of PM’s Exhibits 1-11 filed at Docket No. 116.

3. Attached is the Parties’ combined Exhibit list, indicating which Exhibits have been admitted by stipulation.

4. The Parties stipulate to the admission of the following portions of the deposition transcript of Lisa Skye Hain, Debtor’s and Noteholder’s Exhibit 53 filed at Docket No. 112:

- a. Page 4, Lines 8-24
- b. Page 11, Lines 3-5
- c. Page 13, Lines 5-22
- d. Page 14, Lines 5-12
- e. Page 18, Lines 3-18

- f. Page 24, Lines 12-24
- g. Page 25, Lines 1-5
- h. Page 27, Lines 18-24
- i. Page 28, Lines 1-12
- j. Page 30, Lines 16-24
- k. Page 32, Lines 12-19
- l. Page 33, Lines 19-34
- m. Page 34, Lines 13-24
- n. Page 37, Lines 4-9
- o. Page 40, Lines 10-20
- p. Page 45, Lines 13-20
- q. Page 46, Lines 6-16
- r. Page 49, Lines 2-15
- s. Page 50, Lines 16-21
- t. Page 51, Lines 4-20
- u. Page 57, Lines 4-19
- v. Page 59, Lines 11-18
- w. Page 60, Lines 7-15
- x. Page 61, Lines 22-24
- y. Page 62, Lines 1-12
- z. Page 64, Lines 1-16
- aa. Page 65, Lines 11-22
- bb. Page 67, Lines 1-14

cc. Page 67, Lines 19-24

dd. Page 68, Lines 1-3

ee. Page 69, Lines 22-24

ff. Page 70, Lines 13-24

gg. Page 72, Lines 17-22

hh. Page 73, Lines 21-24

ii. Page 74, Lines 1-2

jj. Page 78, Lines 20-24

kk. Page 79, Lines 1-21

ll. Page 80, Lines 10-23

mm. Page 82, Lines 18-23

nn. Page 91, Lines 17-24

oo. Page 92, Lines 1-22

pp. Page 93, Lines 3-9

qq. Page 93, Lines 17-20

rr. Page 94, Lines 3-8

ss. Page 96, Lines 19-21

tt. Page 100, Lines 21-24

uu. Page 101, Line 1

vv. Page 102, Lines 17-24

ww. Page 103, Lines 1-2

xx. Page 103, Lines 2-24

yy. Page 104, Lines 1-9

zz. Page 105, Lines 7-10

aaa. Page 110, Lines 4-24

bbb. Page 111, Lines 1-7

ccc. Page 112, Lines 17-24

ddd. Page 114, Lines 10-20

eee. Page 117, Lines 1-10

fff. Page 118, Lines 8-24

ggg. Page 119, Lines 1-4

hhh. Page 129, Lines 4-18

iii. Page 142, Lines 16-19

jjj. Page 143, Lines 3-10

kkk. Page 161, Lines 5-18

lll. Page 162, Lines 8-11

mmm.

5. The Parties stipulate to the admission of the following portions of the deposition transcript of Joel Schreiber, Debtor's and Noteholder's Exhibit 54, filed at Docket No.

113:

- a. Page 16, Lines 3-9
- b. Page 22, Lines 12-15, 21-22
- c. Page 26, Lines 6-25
- d. Page 27, Lines 1-10
- e. Page 28, Lines 13-25

- f. Page 31, Lines 14-22
- g. Page 45, Line 12 through Page 47, Line 25
- h. Page 73, Line 11 through Page 74, Line 15
- i. Page 103, Lines 7-16
- j. Page 103, Lines 18-23
- k. Page 108, Lines 6-9
- l. Page 112, Lines 8-16

Dated: Bloomfield Hills, Michigan
February 8, 2021

David Kirshenbaum as Investor
Representative for the Noteholders
By his Attorneys
Schafer & Weiner, PLLC
By:

/s/ Daniel J. Weiner
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Dated: New York, New York
February 8, 2021

Live Primary, LLC, the Debtor
By its Attorneys
Rosen & Associates, P.C.
By:

/s/ Sanford P. Rosen
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Dated: New York, New York
February 8, 2021

Primary Member, LLC
By its Attorneys
Goldberg Weprin Finkel
Goldstein LLP
By:

/s/ Kevin Nash
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SO ORDERED.

Dated: February 9, 2021
New York, New York

/s/ Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge

Evidentiary Hearing Exhibit List

No.	Date	Document/Description	PM Bate Stamp #	Stip to Admit
		Debtor and Noteholder Exhibits		
1	11.04.20	Proof of Claim filed by Primary Member, LLC Claim#8		Y
2	01.25.21	Waterbridge Capital Website as of January 25, 2021		Y
3	7.28.15	Limited Liability Company Agreement of Primary, LLC dated as of July 28, 2015 (1 st Operating Agreement)		Y
4	12.15.17	First Amendment to Limited Liability Company Agreement of Live Primary, LLC dated as of December 15, 2017 (2 nd Operating Agreement)		Y
5	06.14.19	First Amended & Restated Limited Liability Company Agreement of Live Primary, LLC (3 rd Operating Agreement)	15-66	Y
6	7.28.15	LLCA of Primary Member, LLC	115-136	Y
7	5.15.15	Email string between Skye Hain and Schrieber	209	Y
8	8.19.15	Email string between Skye Hain and Schrieber	258	Y
9	10.07.15	Email string between Skye Hain and Schrieber	280	Y
10	10.08.15	Email string between Skye Hain and Schrieber	281	Y
		Projected Expense Report 10-01-15 -- 10-31-15 (part of 10)	282	Y
12		Use of Funds Report (part of 10)	283	Y
13	11.9.15	Email string between Skye Hain and Schrieber	318 - 319	Y
14	12.30.15	Email string between Skye Hain and Schrieber	335	Y
15	01.17.16	Email string between Skye Hain and Schrieber	340	Y
16	01.15.16	Email string between Skye Hain and Schrieber	342	Y
17	01.18.16	Email string between Skye Hain and Schrieber	343	Y
18	01.23.16	Email string between Skye Hain and Schrieber	349 - 350	Y
19	01.25.16	Email string between Skye Hain and Schrieber	354	Y
20	01.28.16	Email string between Skye Hain and Schrieber	358	Y
21	02.26.16	Email string between Skye Hain and Schrieber	365	Y
22	02.26.16	Email string between Skye Hain and Schrieber	387	Y
23	02.26.16	Email string between Skye Hain and Schrieber	388	Y

24	02.26.16	Email string between Skye Hain and Schrieber	390	Y
25	03.07.16	Letter to Joel Schreiber dated March 7, 2016	403	Y
26	04.01.16	Email string between Skye Hain and Schrieber	455 - 459	Y
27	04.19.16	Email string between Skye Hain and Schrieber	497	Y
28	04.22.16	Email string between Skye Hain and Schrieber	511	Y
29	04.25.16	Email string between Skye Hain and Schrieber	516	Y
30	04.25.16	Email string between Skye Hain and Schrieber	531	Y
31	5.3.16	Email string between Skye Hain and Schrieber	547	Y
32	8.1.16	Email string between Skye Hain and Schrieber	629	Y
33	8.24.16	Email string between Skye Hain and Schrieber	654	
34	9.21.16	Email string between Skye Hain and Feldman	874	
35	9.24.16	Email string between Skye Hain and Schrieber	885	Y
36	9.16	Draft Loan Agreement and Promissory Note to Kelly Noonan	886 - 889	Y
37	9.24.16	Email string between Skye Hain and Schrieber	891	Y
38	10.4.17	Email string between Skye Hain and Schrieber	1202 - 1204	
39	2.1.18	Email string between Skye Hain and Schrieber	1217	Y
40	4.12.18	Email string between Skye Hain and Schrieber	1231	
41	5.16.18	Email string between Skye Hain and Schrieber	1247	Y
42	6.8.18	Email string between Skye Hain and Schrieber	1269	Y
43	6.19.18	Email string between Skye Hain and Schrieber	1273	Y
44	6.22.18	Email string between Skye Hain and Fundera	1274 - 1275	Y
45	7.19.18	Email string between Skye Hain and Scarlo	1294 - 1297	
46	12.31.18	Balance Sheet (Exhibit 2 Skye Hain Deposition)		Y
47	Jan-Apr. 19	Live Primary Statement of Cash Flows (LP009793-009794		Y
48	11.9.20	Debtor's Plan of Reorganization		Y
49	07.11.19	Email string between Skye Hain and Schrieber		
50	09.19.19	Email string between Skye Hain and Schrieber		Y
51	01.25.21	Schreiber Declaration		Y
52	01.25.21	Skye Hain Declaration		Y
53	1.28.21	Skye Hain Deposition Transcript		
54	1.27.21	Joel Schreiber Deposition Transcript		

		Primary Member, LLC Exhibits		
1	1.25.21	Schreiber Declaration		Y
2	11.4.20	Proof of Claim filed by Primary Member, LLC Claim #8		Y
3	7.28.15	Limited Liability Company Agreement of Primary, LLC dated as of July 28, 2015 (1 st Operating Agreement)		Y
4	12.15.17	First Amendment to Limited Liability Company Agreement of Live Primary, LLC dated as of December 15, 2017 (2 nd Operating Agreement)		Y
5	6.14.19	First Amended & Restated Limited Liability Company Agreement of Live Primary, LLC (3 rd Operating Agreement)		Y
6	6.30.16	Financial Statement Balance Sheet - Live Primary LLC		Y
7	12.31.18	Financial Statement Balance Sheet - Live Primary LLC		Y
8	12.31.19	Financial Statement Balance Sheet - Live Primary LLC		Y
9	12.13.19	Balance Sheet (from tax return) - Live Primary LLC		Y
10	12.31.19	Balance Sheet (from tax return) - Live Primary LLC		Y
11	12.20.17	Lisa Hain Email - re: Debt to Primary Member LLC		Y
12	12.28.21	Transcript of Lisa Sky Hain – Examination Before Trial		